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September 6, 2016

Privileged and Confidential

Mark Hill
Senior Counsel
Qwest Government Services, dba
CenturyLink QGS Communications LLC
4250 N. Fairfax Drive
Arlington, Virginia 22203

Re: Amendment No. 2 License Agreement

Dear Mr. Hill:

Attached you will find the original signed copy of *Amendment No. 2 Licensed Agreement dated December 22nd, 2010 between City of Alexandria and Qwest Government Services, INC. dba CenturyLink QGS and CenturyLink Communications, LLC*. Please give me a call if there are any further questions regarding this matter.

Very truly yours,

Karen Snow
Assistant City Attorney

Enclosure: License Agreement

**AMENDMENT NO. 2 TO LICENSE AGREEMENT DATED
DECEMBER 22, 2010 BETWEEN THE CITY OF ALEXANDRIA AND
QWEST GOVERNMENT SERVICES, INC. dba CENTURYLINK QGS
and CENTURYLINK COMMUNICATIONS, LLC.**

This Amendment No. 2 amends the License Agreement entered into on or about December 22, 2010, between Licensee, Qwest Government Services, Inc. dba CenturyLink QGS and CenturyLink Communications LLC. ("CenturyLink") and Licensor, the City of Alexandria, a municipal corporation of the Commonwealth of Virginia ("City").

WHEREAS, on or about December 22, 2010, the parties entered into a License Agreement for CenturyLink to install conduit and fiber optic cable in the public rights-of-ways in the City; and

WHEREAS, the December 22, 2010 License Agreement, as amended, provided that the City granted CenturyLink use of the City's rights-of-ways for CenturyLink telecommunications operations; and

WHEREAS, CenturyLink proposes to add an additional 2700 foot build, approximately 238 feet of which will be in the City of Alexandria entering at an existing manhole near the intersection of Mill Road and Jameson Avenue and proceeding west along Jamieson Avenue in the City of Alexandria, Virginia; and

NOW, THEREFORE, in consideration of the premises and the mutual covenants contained herein, the parties agree that:

1. Paragraph 2. subparagraph (c) Grant and Term of License shall be amended to read as follows:

Grant and Term of License:

- c. The term of this license shall be from July 1, 2016 through June 30, 2021. This license may not be renewed. However, at any time before the conclusion of the term

of this license. CenturyLink shall have the right to negotiate with the city for a new license for the Construction and Maintenance of Facilities within Public Ways.

2. Paragraph 2. shall be further amended to add an additional subparagraph d and that this subparagraph shall now read as follows:

(d) The existing permitted routes within the City shall include an additional 238 foot build within the City of Alexandria. The primary or east lateral (designated in green on Exhibit 1 to this Amendment 1) will originate at an existing FiberLight manhole (MH R8 S27-44) near the intersection of Mill Road and Jamieson Avenue and proceed west along Jamieson Avenue in the City of Alexandria rights-of-way for approximately 238 feet, then proceed south along a 650 foot private easement to be granted by the Washington Metropolitan Area Transit Authority (WMATA). The second lateral (designated in blue on Exhibit 1 to this Amendment 1) originates on private property at an existing FiberLight hand hole (MH R8 S27-47) near the intersection of Roberts Lane and Mill Road in the City of Alexandria. The route proceeds south on private property along Roberts Lane then proceeds west along Mandeville Lane then south on Swamp Fox Road to the building entrance at 2415 Eisenhower Avenue, Alexandria Virginia to service the National Science Foundation. A total excavation distance for the west lateral is approximately 1820 feet. The route is more fully detailed on Exhibit 1 to this Amendment No. 2.

3. The remaining terms and conditions of the License Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment No. 2 to the License Agreement.

CITY OF ALEXANDRIA, a municipal
corporation of the Commonwealth of Virginia

By: 

Mark B. Jinks
City Manager

Dated: 9-1-16

Qwest Government Services.
Inc. dba CenturyLink QGS

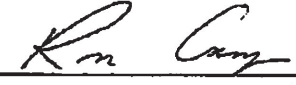
By: 

Printed Name: CHARLES LEIBAICH

Title: DIRECTOR, FEDERAL PROGRAMS

Dated: 06/28/16

CenturyLink Communications, LLC

By: 

Printed Name: Ron Camp

Title: Manager Network Real Estate

Dated: 8/22/16

Approved as to Form:



Karen S. Snow
Assistant City Attorney

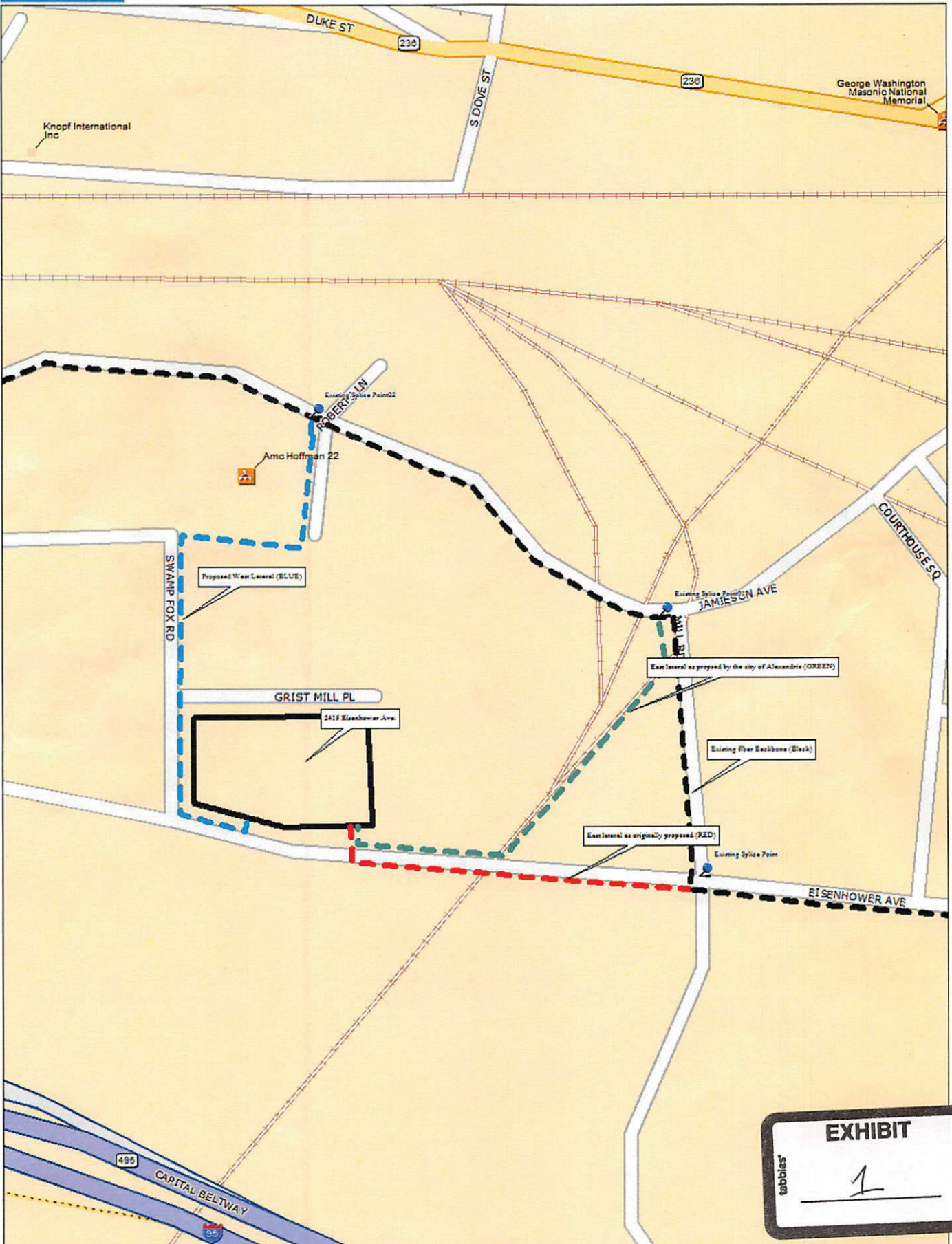
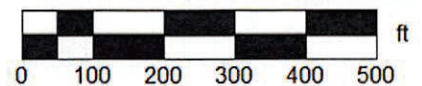


EXHIBIT
tabbles
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